



IT IS HEREBY ADJUDGED and DECREED that the below described is SO ORDERED.

Dated: January 03, 2023.


MICHAEL M. PARKER
UNITED STATES BANKRUPTCY JUDGE

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF TEXAS
SAN ANTONIO DIVISION**

IN RE:	§	
	§	
DEEPROOT CAPITAL MANAGEMENT, LLC,	§	
ET AL., ¹	§	BANKRUPTCY NO. 21-51523-MMP
	§	LEAD CASE
DEBTORS.	§	JOINTLY ADMINISTERED

**ORDER GRANTING TRUSTEE'S MOTION UNDER BANKRUPTCY RULE 9019 TO APPROVE
COMPROMISE AND SETTLEMENT WITH THE U.S. SECURITIES AND EXCHANGE COMMISSION**

On this date came on to be considered the *Trustee's Motion Under Bankruptcy Rule 9019 to Approve Compromise and Settlement with the U.S. Securities and Exchange Commission* (the

¹ The jointly administered chapter 7 cases, along with their respective case numbers and the last four digits of each Debtor's federal tax identification number, are: In Re: Policy Services, Inc. 21-51513 (2864), In Re: Wizard Mode Media, LLC, 21-51514 (3205), In Re: deeproot Pinball LLC, 21-51515 (0320), In Re: deeproot Growth Runs Deep Fund, LLC, 21-51516 (8046), In Re: deeproot 575 Fund, LLC, 21-51517 (9404), In Re: deeproot 3 Year Bonus Income Debenture Fund, LLC, 21-51518 (7731), In Re: deeproot Bonus Growth 5 Year Debenture Fund, LLC, 21-51519 (9661), In Re: deeproot Tech LLC, 21-51520 (9043), In Re: deeproot Funds LLC, 21-51521 (9404), In Re: deeproot Studios LLC, 21-51522 (6283), and In Re: deeproot Capital Management, LLC, 21-51523 (2638), each a "**Bankruptcy Estate**" and collectively, the "**Bankruptcy Estates**".

“Motion”).² The Court finds that (i) it has jurisdiction over the matters raised in the Motion pursuant to 28 U.S.C. §§ 157 and 1334; (ii) this is a core proceeding pursuant to 28 U.S.C. § 157(b); (iii) the relief requested in the Motion is in the best interests of debtors deeproot Funds LLC (a/k/a dprrt Funds, LLC), Policy Services Inc., deeproot Tech, LLC, deeproot Pinball LLC, and deeproot Studios LLC (collectively the **“Debtors”**), the Bankruptcy Estates, and their creditors; (iv) proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and (v) good and sufficient cause exists for the granting of the relief requested.

IT IS THEREFORE ORDERED that the Consent, attached to the Motion as Exhibit “B” and incorporated by reference herein, and the Motion are, in all things, **APPROVED**.

IT IS FURTHER ORDERED that Trustee and the SEC are hereby authorized and directed to take any and all actions necessary consummate the agreements of the Consent and are hereby authorized to file the Consent in the SEC Civil Action pending before the District Court.

IT IS FURTHER ORDERED that payment of the SEC’s claims against the Debtors will be deferred until defrauded investors are paid in full and shall be subject to an offset of any cash payments made by the Trustee to defrauded investors.

IT IS FURTHER ORDERED that this Court shall **RETAIN** jurisdiction to hear and determine all matters arising from the implementation of this Order.

IT IS FURTHER ORDERED that in the event the Consent is voided by the Trustee or the SEC, or the Final Judgment is not entered by the District Court, the Trustee shall file a notice of such event with the Court.

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² Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Motion.

Submitted by:

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**ATTORNEYS FOR JOHN PATRICK LOWE,
CHAPTER 7 TRUSTEE FOR THE JOINTLY
ADMINISTERED BANKRUPTCY ESTATE OF
DEEPROOT CAPITAL MANAGEMENT, LLC, ET AL.**

In re:
deeproot Capital Management, LLC
deeproot Capital Management, LLC
Debtors

Case No. 21-51523-mmp
Chapter 7

CERTIFICATE OF NOTICE

District/off: 0542-5
Date Rcvd: Jan 03, 2023

User: admin
Form ID: pdfintp

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Total Noticed: 1

The following symbols are used throughout this certificate:

Symbol	Definition
+	Addresses marked '+' were corrected by inserting the ZIP, adding the last four digits to complete the zip +4, or replacing an incorrect ZIP. USPS regulations require that automation-compatible mail display the correct ZIP.

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Jan 05, 2023:

Recip ID	Recipient Name and Address
aty	+ Thomas J. Cunningham, Locke Lord LLP, 777 South Flagler Drive, Ste. 215, West Palm Beach, FL 33401-6255

TOTAL: 1

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.
Electronic transmission includes sending notices via email (Email/text and Email/PDF), and electronic data interchange (EDI).

NONE

BYPASSED RECIPIENTS

The following addresses were not sent this bankruptcy notice due to an undeliverable address, *duplicate of an address listed above, *P duplicate of a preferred address, or ## out of date forwarding orders with USPS.

NONE

NOTICE CERTIFICATION

I, Gustava Winters, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed .R. Bank. P.2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Jan 05, 2023

Signature: /s/Gustava Winters

CM/ECF NOTICE OF ELECTRONIC FILING

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on January 3, 2023 at the address(es) listed below:

Name	Email Address
A. Craig Hale	on behalf of Creditor Draper 5 LLC achale@halewoodlaw.com
Angela D. Dodd	on behalf of Creditor Angela Dodd United States Securities and Exchange Commission dodda@sec.gov dalals@sec.gov;schultzc@sec.gov;nassed@sec.gov
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Anna K MacFarlane	on behalf of Plaintiff John Patrick Lowe Trustee amacfarlane@pulmanlaw.com, annakmacfarlane@gmail.com
Catherine A. Curtis	on behalf of Debtor deeproot 575 Fund LLC catherine.curtis@wickphillips.com, brenda.ramirez@wickphillips.com

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TOTAL: 82